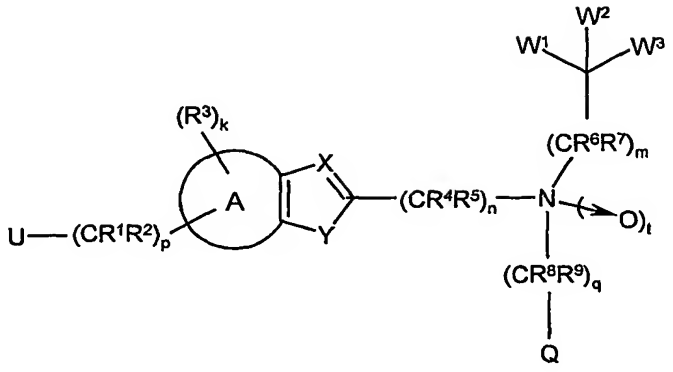
What is claimed is:

1. A compound of Formula I:



I

wherein:

X is CH or N;

Y is $N(R^{10})$, O, or S, wherein t is 0 or 1 when Y is $N(R^{10})$ or O, and t is 0 when Y is S;

U is selected from halo, $-OR^{10}$, $-NR^{14}R^{15}$, nitro, cyano, $-COOR^{10}$, $-COR^{13}$, $-OCOR^{13}$, $-CONR^{14}R^{15}$, $-N(R^{14})COR^{13}$, $-SO_3H$, $-SO_2NR^{14}R^{15}$, $-C(=NR^{17})NR^{14}R^{15}$, $-N(R^{14})SO_2R^{16}$, and a 5 or 6-membered heterocyclic group;

A is a phenyl fused ring moiety or a pyridyl fused ring moiety, wherein when A is a phenyl ring moiety, k is 0-3 and t is 0 or 1 and when A is a pyridyl ring moiety, k is 0-2 and t is 0;

W^1 is selected from C_3-C_8 cycloalkyl, aryl and Het, wherein said C_3-C_8 cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0$-C_6 alkyl-CO_2R^{10}, $-C_0$-C_6 alkyl-$C(O)SR^{10}$, $-C_0$-C_6 alkyl-$CONR^{11}R^{12}$, $-C_0$-C_6 alkyl-COR^{13}, $-C_0$-C_6 alkyl-$NR^{11}R^{12}$, $-C_0$-C_6 alkyl-SR^{10}, $-C_0$-C_6 alkyl-OR^{10}, $-C_0$-C_6 alkyl-SO_3H, $-C_0$-C_6 alkyl-$SO_2NR^{11}R^{12}$, $-C_0$-C_6 alkyl-SO_2R^{10}, $-C_0$-C_6 alkyl-SOR^{13}, $-C_0$-C_6 alkyl-$OCOR^{13}$, $-C_0$-C_6 alkyl-$OC(O)NR^{11}R^{12}$, $-C_0$-C_6 alkyl-$OC(O)OR^{13}$, $-C_0$-C_6 alkyl-$NR^{11}C(O)OR^{13}$, $-C_0$-C_6 alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and $-C_0$-C_6 alkyl-$NR^{11}COR^{13}$, where said C_1-C_6 alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W^2 is selected from H, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-C_0$-C_6 alkyl-$NR^{11}R^{12}$, $-C_0$-C_6 alkyl-SR^{10}, $-C_0$-C_6 alkyl-OR^{10}, $-C_0$-C_6 alkyl-CO_2R^{10}, $-C_0$-C_6 alkyl-$C(O)SR^{10}$, $-C_0$-C_6 alkyl-$CONR^{11}R^{12}$, $-C_0$-C_6 alkyl-COR^{13}, $-C_0$-C_6 alkyl-$OCOR^{13}$, $-C_0$-C_6 alkyl-$OCONR^{11}R^{12}$, $-C_0$-C_6 alkyl-$NR^{11}CONR^{11}R^{12}$, $-C_0$-C_6 alkyl-$NR^{11}COR^{13}$, $-C_0$-C_6 alkyl-Het, $-C_0$-C_6 alkyl-Ar and

$-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C_3-C_7 cycloalkyl, Ar and Het moieties of said $-C_0-C_6$ alkyl-Het, $-C_0-C_6$ alkyl-Ar and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-CO_2R^{10}, $-C_0-C_6$ alkyl-$C(O)SR^{10}$, $-C_0-C_6$ alkyl-$CONR^{11}R^{12}$, $-C_0-C_6$ alkyl-COR^{13}, $-C_0-C_6$ alkyl-$NR^{11}R^{12}$, $-C_0-C_6$ alkyl-SR^{10}, $-C_0-C_6$ alkyl-OR^{10}, $-C_0-C_6$ alkyl-SO_3H, $-C_0-C_6$ alkyl-$SO_2NR^{11}R^{12}$, $-C_0-C_6$ alkyl-SO_2R^{10}, $-C_0-C_6$ alkyl-SOR^{13}, $-C_0-C_6$ alkyl-$OCOR^{13}$, $-C_0-C_6$ alkyl-$OC(O)NR^{11}R^{12}$, $-C_0-C_6$ alkyl-$OC(O)OR^{13}$, $-C_0-C_6$ alkyl-$NR^{11}C(O)OR^{13}$, $-C_0-C_6$ alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and $-C_0-C_6$ alkyl-$NR^{11}COR^{13}$, where said C_1-C_6 alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W^3 is selected from the group consisting of: H, halo, C_1-C_6 alkyl, $-C_0-C_6$ alkyl-$NR^{11}R^{12}$, $-C_0-C_6$ alkyl-SR^{10}, $-C_0-C_6$ alkyl-OR^{10}, $-C_0-C_6$ alkyl-CO_2R^{10}, $-C_0-C_6$ alkyl-$C(O)SR^{10}$, $-C_0-C_6$ alkyl-$CONR^{11}R^{12}$, $-C_0-C_6$ alkyl-COR^{13}, $-C_0-C_6$ alkyl-$OCOR^{13}$, $-C_0-C_6$ alkyl-$OCONR^{11}R^{12}$, $-C_0-C_6$ alkyl-$NR^{11}CONR^{11}R^{12}$, $-C_0-C_6$ alkyl-$NR^{11}COR^{13}$, $-C_0-C_6$ alkyl-Het, $-C_1-C_6$ alkyl-Ar and $-C_1-C_6$ alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is selected from C_3-C_8 cycloalkyl, Ar and Het; wherein said C_3-C_8 cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-CO_2R^{10}, $-C_0-C_6$ alkyl-$C(O)SR^{10}$, $-C_0-C_6$ alkyl-$CONR^{11}R^{12}$, $-C_0-C_6$ alkyl-COR^{13}, $-C_0-C_6$ alkyl-$NR^{11}R^{12}$, $-C_0-C_6$ alkyl-SR^{10}, $-C_0-C_6$ alkyl-OR^{10}, $-C_0-C_6$ alkyl-SO_3H, $-C_0-C_6$ alkyl-$SO_2NR^{11}R^{12}$, $-C_0-C_6$ alkyl-SO_2R^{10}, $-C_0-C_6$ alkyl-SOR^{13}, $-C_0-C_6$ alkyl-$OCOR^{13}$, $-C_0-C_6$ alkyl-$OC(O)NR^{11}R^{12}$, $-C_0-C_6$ alkyl-$OC(O)OR^{13}$, $-C_0-C_6$ alkyl-$NR^{11}C(O)OR^{13}$, $-C_0-C_6$ alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and $-C_0-C_6$ alkyl-$NR^{11}COR^{13}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

n is 2-8;

m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each R^1 and R^2 are independently selected from H, halo, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-$NR^{11}R^{12}$, $-C_0-C_6$ alkyl-OR^{10},

$-C_0-C_6$ alkyl-SR^{10}, $-C_1-C_6$ alkyl-Het, $-C_1-C_6$ alkyl-Ar and $-C_1-C_6$ alkyl-C_3-C_7 cycloalkyl, or R^1 and R^2 together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^3 is the same or different and is independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het, $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl, $-C_0-C_6$ alkyl-CO_2R^{10}, $-C_0-C_6$ alkyl-$C(O)SR^{10}$, $-C_0-C_6$ alkyl-$CONR^{11}R^{12}$, $-C_0-C_6$ alkyl-COR^{13}, $-C_0-C_6$ alkyl-$NR^{11}R^{12}$, $-C_0-C_6$ alkyl-SR^{10}, $-C_0-C_6$ alkyl-OR^{10}, $-C_0-C_6$ alkyl-SO_3H, $-C_0-C_6$ alkyl-$SO_2NR^{11}R^{12}$, $-C_0-C_6$ alkyl-SO_2R^{10}, $-C_0-C_6$ alkyl-SOR^{13}, $-C_0-C_6$ alkyl-$OCOR^{13}$, $-C_0-C_6$ alkyl-$OC(O)NR^{11}R^{12}$, $-C_0-C_6$ alkyl-$OC(O)OR^{13}$, $-C_0-C_6$ alkyl-$NR^{11}C(O)OR^{13}$, $-C_0-C_6$ alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and $-C_0-C_6$ alkyl-$NR^{11}COR^{13}$, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently selected from H, halo, C_1-C_6 alkyl, $-C_0-C_6$ alkyl-Het, $-C_0-C_6$ alkyl-Ar and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl;

R^6 and R^7 are each independently selected from H, halo, C_1-C_6 alkyl, $-C_0-C_6$ alkyl-Het, $-C_0-C_6$ alkyl-Ar and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl;

R^8 and R^9 are each independently selected from H, halo, C_1-C_6 alkyl, $-C_0-C_6$ alkyl-Het, $-C_0-C_6$ alkyl-Ar and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl;

R^{10} is selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl;

each R^{11} and each R^{12} are independently selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl, or R^{11} and R^{12} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S;

R^{13} is selected from C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl;

R^{14} and R^{15} are each independently selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het, $-C_0-C_6$ alkyl-C_3-C_7 cycloalkyl, $-C_0-C_6$ alkyl-O-Ar, $-C_0-C_6$ alkyl-O-Het, $-C_0-C_6$ alkyl-O-C_3-C_7 cycloalkyl, $-C_0-C_6$ alkyl-$S(O)_x-C_1-C_6$ alkyl, $-C_0-C_6$ alkyl-$S(O)_x$-Ar, $-C_0-C_6$ alkyl-$S(O)_x$-Het, $-C_0-C_6$ alkyl-$S(O)_x-C_3-C_7$ cycloalkyl, $-C_0-C_6$ alkyl-NH-Ar, $-C_0-C_6$ alkyl-NH-Het, $-C_0-C_6$ alkyl-NH-C_3-C_7 cycloalkyl, $-C_0-C_6$ alkyl-N(C_1-C_4 alkyl)-

Ar, -C_0-C_6 alkyl-N(C_1-C_4 alkyl)-Het, -C_0-C_6 alkyl-N(C_1-C_4 alkyl)-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, where x is 0, 1 or 2, or R^{14} and R^{15}, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C_1-C_6 alkyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH_2, -NH(unsubstituted C_1-C_6 alkyl), -N(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl), unsubstituted -OC_1-C_6 alkyl, -CO_2H, -CO_2(unsubstituted C_1-C_6 alkyl), -$CONH_2$, -CONH(unsubstituted C_1-C_6 alkyl), -CON(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl), -SO_3H, -SO_2NH_2, -SO_2NH(unsubstituted C_1-C_6 alkyl) and -SO_2N(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl);

R^{16} is C_1-C_6 alkyl, -C_0-C_6 alkyl-Ar or -C_0-C_6 alkyl-Het; and

R^{17} is H, C_1-C_6 alkyl, -C_0-C_6 alkyl-Ar or -C_0-C_6 alkyl-Het;

or a pharmaceutically acceptable salt or solvate thereof.

2. The compound according to claim 1, wherein p is 0, 1 or 2.

3. The compound according to claim 1, wherein t is 0.

4. The compound according to any of claims 1-3, wherein R^1 and R^2 are each H.

5. The compound according to any of claims 1-4, wherein A is a phenyl fused ring.

6. The compound according to any of claims 1-5, wherein k is 0.

7. The compound according to any one of claims 1-6, wherein U is U is -OR^{10}, -$COOR^{10}$, -$CONR^{11}R^{12}$ or -$NR^{11}R^{12}$.

8. The compound according to any one of claims 1-7, wherein U is -OH, -COOH, -$CONH_2$, -CON(H)CH_2-furan-2-yl, or -N(H)CH_2-furan-2-yl.

9. The compound according to any of claims 1-8, wherein n is 2-4.

10. The compound according to any of claims 1-9, wherein n is 3.

11. The compound according to any of claims 1-10, wherein q is 1.

12. The compound according to any of claims 1-11, wherein R^8 and R^9 are each H.

13. The compound according to any of claims 1-12, wherein Q is a substituted phenyl group, containing one or two substituents selected from halo, C_1-C_4 alkoxy; and C_1-C_4 alkyl or Q is a 1,3-benzodioxolyl or dihydrobenzofuranyl group.

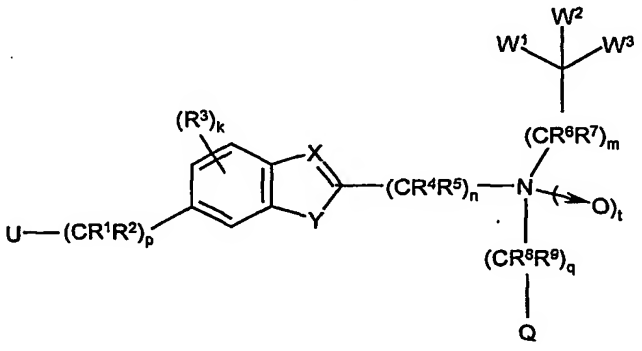
14. The compound according to any of claims 1-13, wherein Q is a phenyl group substituted by one or two substituents selected from chloro, trifluoromethyl and methoxy or is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group.

15. The compound according to any one of claims 1-14, wherein m is 1 and R^6 and R^7 are both H.

16. The compound according to any one of claims 1-15, wherein W^3 is H

17. The compound according to any of claims 1-16 wherein W^1 and W^2 are each unsubstituted phenyl or W^1 is unsubstituted phenyl and W^2 is methyl.

18. A compound of Formula II:



II

wherein:

X is CH or N;

Y is O, or S;

U is selected from halo, $-OR^{10}$, $-NR^{14}R^{15}$, cyano, $-COOR^{10}$, $-OCOR^{13}$, $-CONR^{14}R^{15}$, $-N(R^{14})COR^{13}$, $-SO_2NR^{14}R^{15}$, $-C(=NH)NR^{14}R^{15}$, and a 5 or 6-membered heterocyclic group;

A is a phenyl fused ring moiety, wherein k is 0 or 1;

W^1 is selected from C_3-C_8 cycloalkyl, aryl and Het, wherein said C_3-C_8 cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0$-C_4 alkyl-CO_2R^{10}, $-C_0$-C_4 alkyl-$C(O)SR^{10}$, $-C_0$-C_4 alkyl-$CONR^{11}R^{12}$, $-C_0$-C_4 alkyl-COR^{13}, $-C_0$-C_4 alkyl-$NR^{11}R^{12}$, $-C_0$-C_4 alkyl-SR^{10}, $-C_0$-C_4 alkyl-OR^{10}, $-C_0$-C_4 alkyl-SO_3H, $-C_0$-C_4 alkyl-$SO_2NR^{11}R^{12}$, $-C_0$-C_4 alkyl-SO_2R^{10}, $-C_0$-C_4 alkyl-SOR^{13}, $-C_0$-C_4 alkyl-$OCOR^{13}$, $-C_0$-C_4 alkyl-$OC(O)NR^{11}R^{12}$, $-C_0$-C_4 alkyl-$OC(O)OR^{13}$, $-C_0$-C_4 alkyl-$NR^{11}C(O)OR^{13}$, $-C_0$-C_4 alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and $-C_0$-C_4 alkyl-$NR^{11}COR^{13}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W^2 is selected from H, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-C_0$-C_4 alkyl-$NR^{11}R^{12}$, $-C_0$-C_4 alkyl-SR^{10}, $-C_0$-C_4 alkyl-OR^{10}, $-C_0$-C_4 alkyl-CO_2R^{10}, $-C_0$-C_4 alkyl-$C(O)SR^{10}$, $-C_0$-C_4 alkyl-$CONR^{11}R^{12}$, $-C_0$-C_4 alkyl-COR^{13}, $-C_0$-C_4 alkyl-$OCOR^{13}$, $-C_0$-C_4 alkyl-$OCONR^{11}R^{12}$, $-C_0$-C_4 alkyl-$NR^{11}CONR^{11}R^{12}$, $-C_0$-C_4 alkyl-$NR^{11}COR^{13}$, $-C_0$-C_4 alkyl-Het, $-C_0$-C_4 alkyl-Ar and $-C_0$-C_4 alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C_3-C_7 cycloalkyl, Ar and Het moieties of said $-C_0$-C_4 alkyl-Het, $-C_0$-C_4 alkyl-Ar and $-C_0$-C_4 alkyl-C_3-C_7 cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0$-C_4 alkyl-CO_2R^{10}, $-C_0$-C_4 alkyl-$C(O)SR^{10}$, $-C_0$-C_4 alkyl-$CONR^{11}R^{12}$, $-C_0$-C_4 alkyl-COR^{13}, $-C_0$-C_4 alkyl-$NR^{11}R^{12}$, $-C_0$-C_4 alkyl-SR^{10}, $-C_0$-C_4 alkyl-OR^{10}, $-C_0$-C_4 alkyl-SO_3H, $-C_0$-C_4 alkyl-$SO_2NR^{11}R^{12}$, $-C_0$-C_4 alkyl-SO_2R^{10}, $-C_0$-C_4 alkyl-SOR^{13}, $-C_0$-C_4 alkyl-$OCOR^{13}$, $-C_0$-C_4 alkyl-$OC(O)NR^{11}R^{12}$, $-C_0$-C_4 alkyl-$OC(O)OR^{13}$, $-C_0$-C_4 alkyl-$NR^{11}C(O)OR^{13}$, $-C_0$-C_4 alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and $-C_0$-C_4 alkyl-$NR^{11}COR^{13}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W^3 is selected from the group consisting of: H, halo, C_1-C_6 alkyl, $-C_0$-C_4 alkyl-$NR^{11}R^{12}$, $-C_0$-C_4 alkyl-SR^{10}, $-C_0$-C_4 alkyl-OR^{10}, $-C_0$-C_4 alkyl-CO_2R^{10}, $-C_0$-C_4 alkyl-$C(O)SR^{10}$, $-C_0$-C_4 alkyl-$CONR^{11}R^{12}$, $-C_0$-C_4 alkyl-COR^{13}, $-C_0$-C_4 alkyl-$OCOR^{13}$, $-C_0$-C_4 alkyl-$OCONR^{11}R^{12}$, $-C_0$-C_4 alkyl-$NR^{11}CONR^{11}R^{12}$,

$-C_0-C_4$ alkyl-$NR^{11}COR^{13}$, $-C_0-C_4$ alkyl-Het, $-C_1-C_4$ alkyl-Ar and $-C_1-C_4$ alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is Ar or Het; wherein said Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_4$ alkyl-CO_2R^{10}, $-C_0-C_4$ alkyl-$C(O)SR^{10}$, $-C_0-C_4$ alkyl-$CONR^{11}R^{12}$, $-C_0-C_4$ alkyl-COR^{13}, $-C_0-C_4$ alkyl-$NR^{11}R^{12}$, $-C_0-C_4$ alkyl-SR^{10}, $-C_0-C_4$ alkyl-OR^{10}, $-C_0-C_4$ alkyl-SO_3H, $-C_0-C_4$ alkyl-$SO_2NR^{11}R^{12}$, $-C_0-C_4$ alkyl-SO_2R^{10}, $-C_0-C_4$ alkyl-SOR^{13}, $-C_0-C_4$ alkyl-$OCOR^{13}$, $-C_0-C_4$ alkyl-$OC(O)NR^{11}R^{12}$, $-C_0-C_4$ alkyl-$OC(O)OR^{13}$, $-C_0-C_4$ alkyl-$NR^{11}C(O)OR^{13}$, $-C_0-C_4$ alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and $-C_0-C_4$ alkyl-$NR^{11}COR^{13}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

n is 3;

m is 0 or 1;

q is 0 or 1;

t is 0;

each R^1 and R^2 are independently selected from H, fluoro, C_1-C_6 alkyl, $-C_0-C_4$ alkyl-OR^{10}, $-C_0-C_4$ alkyl-SR^{10}, $-C_1-C_4$ alkyl-Het, $-C_1-C_4$ alkyl-Ar and $-C_1-C_4$ alkyl-C_3-C_7 cycloalkyl, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^3 is the same or different and is independently selected from halo, cyano, C_1-C_6 alkyl, $-C_0-C_4$ alkyl-$NR^{11}R^{12}$, $-C_0-C_4$ alkyl-OR^{10}, $-C_0-C_4$ alkyl-$SO_2NR^{11}R^{12}$, and $-C_0-C_4$ alkyl-CO_2H, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently selected from H, fluoro and C_1-C_6 alkyl;

R^6 and R^7 are each independently selected from H, fluoro and C_1-C_6 alkyl;

R^8 and R^9 are each independently selected from H, fluoro and C_1-C_6 alkyl;

R^{10} is selected from H, C_1-C_6 alkyl, $-C_0-C_4$ alkyl-Ar, $-C_0-C_4$ alkyl-Het and $-C_0-C_4$ alkyl-C_3-C_7 cycloalkyl;

each R^{11} and each R^{12} are independently selected from H, C_1-C_6 alkyl, $-C_0-C_4$ alkyl-Ar, $-C_0-C_4$ alkyl-Het and $-C_0-C_4$ alkyl-C_3-C_7 cycloalkyl, or R^{11} and R^{12} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S;

R^{13} is selected from C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

R^{14} and R^{15} are each independently selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het, -C_0-C_4 alkyl-C_3-C_7 cycloalkyl, -C_0-C_4 alkyl-O-Ar, -C_0-C_4 alkyl-O-Het, -C_0-C_4 alkyl-O-C_3-C_7 cycloalkyl, -C_0-C_4 alkyl-$S(O)_x$-C_1-C_6 alkyl, -C_0-C_4 alkyl-$S(O)_x$-Ar, -C_0-C_4 alkyl-$S(O)_x$-Het, -C_0-C_4 alkyl-$S(O)_x$-C_3-C_7 cycloalkyl, -C_0-C_4 alkyl-NH-Ar, -C_0-C_4 alkyl-NH-Het, -C_0-C_4 alkyl-NH-C_3-C_7 cycloalkyl, -C_0-C_4 alkyl-N(C_1-C_4 alkyl)-Ar, -C_0-C_4 alkyl-N(C_1-C_4 alkyl)-Het, -C_0-C_4 alkyl-N(C_1-C_4 alkyl)-C_3-C_7 cycloalkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl, where x is 0, 1 or 2, or R^{14} and R^{15}, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl are optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH_2, -NH(unsubstituted C_1-C_4 alkyl), -N(unsubstituted C_1-C_4 alkyl)(unsubstituted C_1-C_4 alkyl), unsubstituted -OC_1-C_4 alkyl, -CO_2H, -CO_2(unsubstituted C_1-C_4 alkyl), -$CONH_2$, -CONH(unsubstituted C_1-C_4 alkyl), -CON(unsubstituted C_1-C_4 alkyl)(unsubstituted C_1-C_4 alkyl), -SO_3H, -SO_2NH_2, -SO_2NH(unsubstituted C_1-C_4 alkyl) and -SO_2N(unsubstituted C_1-C_4 alkyl)(unsubstituted C_1-C_4 alkyl);

or a pharmaceutically acceptable salt or solvate thereof.

19. The compound according to any one of claims 1 or 18, wherein: R^1, R^2, R^3, R^4, R^5, R^6, R^7, R^8 and R^9 are each H; U is -OR^{10}, -$COOR^{10}$, -$CONR^{11}R^{12}$ or -$NR^{11}R^{12}$; A is a phenyl fused ring; Q is a substituted phenyl group containing one or two substituents selected from halo, C_1-C_4 alkoxy and C_1-C_4 alkyl or Q is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group; p is 1 or 2; n is 3; m is 1; q is 1; k is 0; t is 0; W^1 is aryl; W^2 is aryl or C_1-C_4 alkyl; and W^3 is H; or a pharmaceutically acceptable salt or solvate thereof.

20. The compound according to claim 19, wherein R^1, R^2, R^3, R^4, R^5, R^6, R^7, R^8, R^9 and W^3 are each H; U is -OH, -COOH, -$CONH_2$, -CON(H)CH_2-furan-2-yl, -N(H)CH_2-furan-2-yl; A is a phenyl fused ring; Q is a phenyl group substituted by one or two substituents selected from chloro, trifluoromethyl and methoxy or Q is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group; p is 1 or 2; n is 3; m is 1; q is

1; k is 0; t is 0; W^1 is unsubstituted phenyl; and W^2 is methyl or unsubstituted phenyl; or a pharmaceutically acceptable salt or solvate thereof.

21. A compound selected from:

2-[2-{ [2-chloro-3-(trifluoromethyl)-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-[2-{ [2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-[2-{[(2,3-dihydrobenzo[*b*]furan)methyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-[2-{[4-methoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

(*R*)-2-[2-{[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid,

(*R*)-2-[2-{[(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid,

(*S*)-2-[2-[{[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-benzofuran acetic acid,

(*S*)-2-[2-{ [(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-{2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid,

2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid,

2-[2-{ [(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid,

2-{2-[(4-methoxy-benzyl)(2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid,

2-{2-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl-amino] ethyl}-benzofuran-6-yl)-N-furan-2-yl methyl–acetamide,

2-{2-[(2,4-dimethoxy-benzyl)(2,2-diphenylethyl)-amino]ethyl}-benzofuran-6-yl)-N-furan-2-yl methyl –acetamide,

2-{2-[(2(chloro-3-(trifluoromethyl)-benzyl) (2,2-diphenylethyl-amino]ethyl}-benzofuran-6-yl)-acetamide,

(racemic) 2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

2-(2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl-(2,2-diphenylethyl)-amino]-propyl}-benzofuran-6-yl)-ethanol,

2-(2-{3-[(2,4-dimethoxy)-benzyl-(2,2-diphenylethyl)-amino]-propyl}-benzofuran-6-yl)-ethanol,

2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-((*R*)-2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-((*S*)-2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(6-{2-[(furan-2-ylmethyl)-amino]-ethyl-benzofuran-2-yl)-propyl]-amine,

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

22. The compound according to claim 21, selected from:

2-[2-{ [2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

(*R*)-2-[2-{[(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-{2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid,

2-[2-{ [(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid,

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

23. A pharmaceutical composition comprising a compound according to any one of claims 1-22.

24. The pharmaceutical composition according to claim 23 further comprising a pharmaceutically acceptable carrier or diluent.

25. A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound according to any of claims 1-22.

26. The method according to claim 25, wherein said LXR mediated disease or condition is cardiovascular disease.

27. The method according to claim 25, wherein said LXR mediated disease or condition is atherosclerosis.

28. The method according to claim 25, wherein said LXR mediated disease or condition is inflammation.

29. A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of a compound according to any of claims 1-22.

30. A method for inhibiting cholesterol absorption, said method comprising administering a therapeutically effective amount of a compound according to any of claims 1-22.

31. A compound according to any of claims 1-22 for use as a medicament.

32. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of an LXR mediated disease or condition.

33. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of cardiovascular disease.

34. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of atherosclerosis.

35. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of inflammation.

36. Use of a compound according to any of claims 1-22 for the preparation of a medicament for increasing reverse cholesterol transport.

37. Use of a compound according to any of claims 1-22 for the preparation of a medicament for inhibiting cholesterol absorption.

38. A pharmaceutical composition comprising a compound according to any of claims 1-22 for use in the prevention or treatment of an LXR mediated disease or condition.

39. A compound selected from the group:

2-[2-[(2,2-diphenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-[[2-chloro-3-(trifluoromethyl)benzyl-(2,2-diphenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{ [2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{[(2,3-dihydrobenzo[*b*]furan)methyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{[4-methoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

(*R*)-2-[2-[(2-methyl-2-phenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

(*R*)-2-[2-{ [2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

(*R*)-2-[2-{[(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

(*S*)-2-[2-[(2-methyl-2-phenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

(*S*)-2-[2-[{[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-benzofuran acetic acid methyl ester,

(*S*)-2-[2-{ [(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

2-{2-[(2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,

2-{2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,

2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid methyl ester,

2-[2-{ [(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid methyl ester,

2-{2-[(4-methoxy-benzyl)(2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.